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BEFORE THE ARIZONA CORPORATION COMMISSION

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11 **Commissioner**

2010 JUN 21 P 4: 35

AZ CORP COMMISSION
DOCKET CONTROL

Arizona Corporation Commission

DOCKETED

JUN 21 2010

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12 **IN THE MATTER OF THE APPLICATION**
13 **OF DIECA COMMUNICATIONS DBA**
14 **COVAD COMMUNICATIONS COMPANY,**
15 **ESCHELON TELECOM OF ARIZONA, INC.,**
16 **MCLEODUSA TELECOMMUNICATIONS**
17 **SERVICES, INC., MOUNTAIN**
18 **TELECOMMUNICATIONS, INC., XO**
19 **COMMUNICATIONS SERVICES, INC. AND**
20 **QWEST CORPORATION REQUEST FOR**
21 **COMMISSION PROCESS TO ADDRESS KEY**
22 **UNE ISSUES ARISING FROM TRIENNIAL**
23 **REVIEW REMAND ORDER, INCLUDING**
24 **APPROVAL OF QWEST WIRE CENTER**
25 **LISTS**

DOCKET NOS. T-03632A-06-0091
T-03406A-06-0091
T-03267A-06-0091
T-03432A-06-0091
T-04302A-06-0091
T-01051B-06-0091

QWEST CORPORATION'S
APPLICATION FOR APPROVAL OF
2010 ADDITIONS TO NON-
IMPAIRED WIRE CENTER LIST,
AND MOTION FOR PROCEDURAL
CONFERENCE

Qwest Corporation ("Qwest") hereby requests that the Arizona Corporation Commission ("Commission") approve Qwest's 2010 additions to its non-impaired wire center list in accordance with the FCC's *Triennial Review Remand Order* ("TRRO").¹

INTRODUCTION

This application to approve additions to Qwest's list of non-impaired wire centers is simply one more of a series of nearly annual filings made to designate certain of Qwest's Arizona wire centers as "non-impaired" for purposes of Section 252 of the Telecom Act since the FCC issued its *TRRO* ruling in 2005. The Commission has approved all of Qwest's previous

¹ Order on Remand, *In the Matter of Review of Unbundled Access to Network Elements, Review of Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338, WC Docket No. 04-313 (FCC rel. February 4, 2005) (hereafter "*Triennial Review Remand Order*" or "*TRRO*").

1 applications.

2 The *TRRO* provided an important standard that all jurisdictions must follow with regard
3 to the Section 251(c)(3) duty an incumbent local exchange carrier (“ILEC”) must follow in
4 making unbundled network elements (“UNEs” or “network elements”) available to requesting
5 carriers. Section 251(d)(2)(B) provides that in determining what network elements must be
6 made available under Section 251(c)(3), the FCC shall consider whether the failure to provide
7 access to such network element would “impair” the ability of the telecommunications carrier
8 seeking access to provide the services it seeks to offer. Among other things, the FCC’s *TRRO*
9 set the standards by which high-capacity dedicated transport and loops must be offered as UNEs.
10 Under the *TRRO*, high-capacity dedicated transport will not be required to be offered as UNEs if
11 the connecting wire centers meet certain threshold criteria. Those criteria involve the number of
12 ILEC business lines and fiber-based collocators in those connected wire centers. The *TRRO*
13 adopts different business line and collocator thresholds for DS1, DS3, and dark fiber transport.
14 Similarly, high-capacity loops will not be required to be offered as UNEs if the number of ILEC
15 business lines and fiber-based collocators reach certain identified levels. The *TRRO* adopts
16 different business line and collocator thresholds for DS1 and DS3 loops, and eliminates
17 unbundling requirements for dark fiber loops entirely.²

18 A wire center is the location of the ILEC local switching facility containing one or more
19 central offices, and defines the area in which all customers serviced by a given wire center are
20 located. When wire centers are designated as unimpaired for certain services, Competitive Local
21 Exchange Carriers (“CLECs”) are no longer able to access those services at Total Element Long
22 Run Incremental Cost (“TELRIC”) rates, and CLECs must transition to facilities of their own, to
23 alternative services from another provider, or from the ILEC at tariff rates.³

24 The data for determining whether wire centers meet the non-impaired standard are

25 ² For a Commission recap of the *TRRO* standards, see Decision No. 70747, ¶ 10.

26 ³ Description by the Commission, Decision No. 70747, ¶ 11.

1 collected every year, and under the process that has been established, Qwest may only declare
2 and seek approval of additions to the list of non-impaired wire centers based on the business line
3 count prior to July 1st of any given year. Requests based on the number of fiber collocators may
4 be made at any time. The Commission has approved the process which Qwest follows, by
5 specific order (the "*TRRO* Wire Center Settlement Order"), based on a settlement agreement
6 ("Settlement Agreement") with a coalition of CLECs ("Joint CLECs") who were parties in this
7 standing docket.⁴

8 Requests for approval of additions to the non-impaired wire center list, and the process
9 for such requests, are familiar to the Commission. This is the fourth time out of the past five
10 since the FCC adopted the *TRRO* that conditions have been met for adding wire centers to the list
11 in Arizona. The Commission has approved the previous three requests for additions.⁵ In the last
12 order, the Commission specifically ordered:

13 IT IS FURTHER ORDERED that the procedures established in Decision No.
14 70355 concerning the filing of future phases in this docket shall continue to apply and
15 that when Qwest Corporation makes future filings to update the unimpaired wire center
16 list, it shall request a Procedural conference, at which time the Commission will establish
17 procedures to govern the next phase of the proceeding.⁶

18 This Application is made in conformance with the procedures established in Decision No.
19 70355.

20 Further, pursuant to Decision No. 70355, Qwest requests that a Procedural Conference be
21 convened to determine the procedures that shall govern this application.

22 ⁴ The process for Qwest to seek approval of additions to the non-impaired wire center list was determined
23 by the Commission in Docket Nos. T-03632A-06-0091, T-03406A-06-0091, T-03267A-06-0091, T-03432A-06-0091,
24 T-04302A-06-0091, T-01051B-06-0091 (collectively, the "*TRRO* Wire Center Dockets") on May 16, 2008, Decision
25 No. 70355 ("*TRRO* Settlement Order." The basis for the process was a joint settlement agreement ("Settlement
26 Agreement") between and among Qwest and a coalition of joint CLECs, whose names are listed in the caption of
this proceeding.

⁵ Decision No. 70355 and Decision No. 70747.

⁶ Decision No. 70747, p. 8, lines 1-5.

1 **REQUEST FOR 2010 ADDITIONS TO NON-IMPAIRED WIRE CENTER LIST**

2 As set forth in process approved in Decision No. 70355,⁷ Qwest may request the addition
3 of non-impaired wire centers based in whole or in part upon line counts at any time up to *July 1st*
4 of each year, based on prior year line count data, and using an agreed-upon methodology.⁸

5 The wire centers that Qwest is seeking to add to the list of non-impaired wire centers in
6 Arizona are as follows:

7

STATE	WIRE CENTER	CLLI	TIER	NON-IMPAIRMENT FOR
AZ	Chandler Main	CHNDAZMA	Tier 1	DS1, DS3 Transport and Dark Fiber
AZ	Chandler West	CHNDAZWE	Tier 1	DS1, DS3 Transport and Dark Fiber
AZ	Thunderbird	SCDLAZTH	Tier 1	DS3 Loops
AZ	Tucson East	TCSNAZEA	Tier 2	DS3 Transport and Dark Fiber

13

14 On June 7, 2010, Qwest sent an e-mail notification of the anticipated wire center update
15 proceeding to the Joint CLECs and all other affected CLECs, thereby satisfying the Settlement
16 Agreement requirement to provide at least five business days notice prior to filing with the
17 Commission. A copy of the notice is attached, marked as Exhibit A.

18 **REGARDING INFORMATION IN SUPPORT OF QWEST'S APPLICATION,**
19 **SUBJECT TO STANDING PROTECTIVE ORDER**

20 Qwest has based its new non-impairment determination upon certain information that is
21 required to be examined by the *TRRO*, the Settlement Agreement with Joint CLECs, and the
22 Arizona Commission. The data involves, in part, certain highly-confidential wire center data,
23 including, specifically, CLEC-specific wire center data, for the purposes of business line counts

24 ⁷ As noted above, Decision No. 70355 approved the Settlement Agreement entered into between Qwest and
the Joint CLECs who initiated these dockets. References herein to the process approved in Decision No. 70355
include the process provided by the Settlement Agreement.

25 ⁸ With respect to fiber-based collocators, Qwest may request the addition of non-impaired wire centers to
26 the Commission-approved non-impaired wire center list at any time based on the number of fiber-based collocators
at a given wire center.

1 and fiber-based collocators in specific wire centers. Non-confidential (redacted) versions of the
2 supporting data are submitted with this Application. Attached and marked as Exhibit B, is the
3 non-confidential affidavit and associated attachments of Rachel Torrence. Ms. Torrence's
4 affidavit describes and presents evidence in support of the inventory of fiber-based collocators in
5 Qwest wire centers use to ascertain the appropriate Tier designation and subsequent non-
6 impairment designation. Attached and marked as Exhibit C is the non-confidential affidavit and
7 attachments of Renee Albersheim. Ms Albersheim's affidavit and attachments provide the
8 December 2009 TRRO business line counts, the UNE-1 and EEL data by type of circuit (voice
9 grade, DS1, DS3), and the UNE-L and EEL data by type of circuit (voice grade, DS1, DS3) and
10 by Competitive Local Exchange Carrier (CLEC). The data are provided for each additional non-
11 impaired wire center that is classified as non-impaired based on the number of business lines.

12 Confidential versions of the Torrence and Albersheim affidavits and attachments will be
13 made available to the Commission Staff and those wireline CLECs in Arizona that have executed
14 the Protective Order that is attached as Exhibit D.

15 In the previous phase of these dockets, Qwest, the Joint CLECs and the Commission
16 Staff agreed to utilize this form of Protective Order, in order to protect the information from
17 unauthorized use or disclosure, and to provide the process for handling such information in
18 connection with these dockets. With respect to that agreed-upon form of order, the Commission
19 found: "Its terms are reasonable, and will be adopted to apply to the 2007 and 2008 Additions
20 Applications as well as any future proceedings, until further order of the Commission."⁹

21 Unless a different process is ordered by the Commission, beginning June 21, 2010, Qwest
22 will make the confidential version of the data supporting its list of additional non-impaired wire
23 centers available to CLECs who sign and file acknowledgements of the Protective Order in the
24 docket. By the terms of the Settlement Agreement approved by the Commission, CLECs that
25 have signed the protective order are not required to re-sign it for each new Qwest request.

26 ⁹ [Docket No. T-03632A-06-0091 et al., Procedural Order, August 25, 2008, Page 4, lines 12-14]

1 However, Qwest suggests that each CLEC relying on an earlier signature inform Qwest that it is
2 doing so, and confirm that the personnel and addresses have not changed.

3 **QWEST'S PROPOSED ADDITIONS TO THE NON-IMPAIRED WIRE CENTER LIST**
4 **MEET THE CRITERIA OF THE *TRRO*, THE SETTLEMENT AGREEMENT, AND**
5 **DECISIONS OF THE COMMISSION, AND THUS QWEST'S APPLICATION SHOULD**
6 **BE APPROVED**

6 Qwest states that it makes this Application in conformity with the provisions of the
7 *TRRO*, the Settlement Agreement, and Decision Nos. 70355 and 70747. Specifically, and
8 without limitation, Qwest may request addition of non-impaired wire centers at any time based
9 solely on the number of fiber-base collocators. Qwest may request addition for non-impaired
10 wire centers based in whole or part upon line counts at any time up to July 1, 2010, based on
11 2009 line count data. (Section VI.A., Settlement Agreement.)

12 Qwest has used the methodology set forth in Section VI of the Settlement agreement and
13 has used the most recent data available at the time it submits this proposed designation for
14 Commission review. For business line counts, Qwest is using and submits the 2009 Automated
15 Reporting Management Information System ("ARMIS") data as specified in Section VI. B. of
16 the Settlement Agreement.

17 Qwest's supporting data conforms to, and includes, all of the requirements of the
18 Settlement Agreement, Section VI. E. 1. a through f, relating to fiber-based collocators.

19 Qwest's supporting data conforms to, and includes, all of the requirements of the
20 Settlement Agreement, Section VI. E. 2. a through c, relating to business line count data.

21 **REQUEST FOR PROCEDURAL CONFERENCE**

22 By its Decision No. 70355 and Decision No. 70747, the Commission requires Qwest to
23 request a Procedural Conference when it files for additions to the non-impaired wire center list.
24 Accordingly, Qwest requests that a Procedural Conference be convened to determine such
25 further procedures that shall govern this proceeding.
26

1 Qwest has made a good faith effort to identify all wireline CLECs who may be affected
2 by this request. In Qwest's view, the carriers affected are those with whom Qwest currently has
3 a wireline interconnection agreement. Those are the carriers who purchase UNEs from Qwest
4 under Section 251 of the Act. Qwest has served a copy of this filing on all those carriers, to the
5 last known address Qwest has on record for legal notices. Qwest asks that the service list that is
6 attached to this Application be examined by the Staff to determine if any potentially-affected
7 CLECs may have been omitted. Qwest asks that the Staff inform Qwest of any such omissions
8 within fifteen (15) days from the date of the procedural conference requested herein, and that
9 Qwest serve a copy of its Application to an omitted CLEC within 10 days after the procedural
10 conference requested herein.

11 Qwest respectfully suggests that, due to the size of the service list and the possibility that
12 many on the list will not actively participate, the Commission order that those carriers who wish
13 to remain on the list for receiving notices and filings make a filing by a date certain, indicating
14 their desire to remain on the service list. This was the process previously determined in this
15 docket. No carrier would be adversely prejudiced by this process, especially because it can
16 always opt back in to receiving notices and mailings, and it can follow the progress of the docket
17 by checking the e-docket system provided by the Commission.

18 Qwest further asks that CLECs who wish to receive the supporting data make their
19 request to receive such data on or before July 30, 2010, and confirm that their Protective Order
20 acknowledgments are still current.

21 The Settlement Agreement provides that CLECs shall have thirty (30) days from the
22 filing date of Qwest's petition¹⁰ to object to Qwest's designations; in the absence of objections,
23 the filing should be approved. In Decision No. 70355, Commission stated that the procedures to
24 be established at the time of filing shall determine the time period for filing objections.¹¹ Qwest
25

26 ¹⁰ See Decision No. 70355, Exhibit A, Page 11, Section F.1.

¹¹ Decision No. 70355, p. 26, lines 25-28.

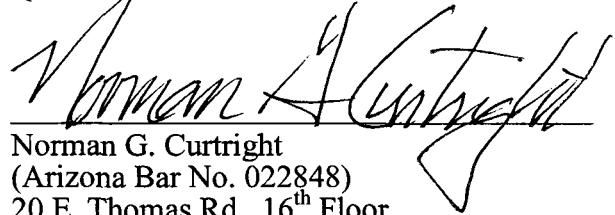
1 respectfully submits that the thirty (30)-day period provides more than adequate time and notice,
2 especially because many CLECs have signed *TRRO* Wire Center amendments and all CLECs
3 have received Qwest's email notices of its intent to file this petition.

4 **CONCLUSION**

5 Accordingly, for the reasons set forth above, Qwest requests the Commission convene a
6 Procedural Conference, and establish the procedures to govern the application for the 2010
7 additions to the Arizona non-impaired wire center list, in accordance with the *TRRO*, the
8 Settlement Agreement, and Commission Decision Nos. 70355 and 70747. Qwest further
9 requests that the Commission approve the 2010 additions to the non-impaired wire center list.

10 RESPECTFULLY SUBMITTED this 21st day of June, 2010

11 QWEST CORPORATION

12 
13

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7 COPY of the foregoing hand delivered
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17	AboveNet Communications, Inc.	ACN Communication Services, Inc.
18	Attn: Tax Dept	1000 Progress Place
19	360 Hamilton Ave., 7th Floor	Concord, NC 28025
20	White Plains NY 10601	
21		
22	Access Point, Inc.	Airespring, Inc.
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24	Cary, NC 27518	Van Nuys, CA 91411
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26	American Fiber Network, Inc.	American Fiber Systems, Inc.
27	9401 Indian Creek Pkwy, Ste. 280	100 Meridian Centre, Ste. 250
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31	10575 N. 114th St., Ste 103	6115 S. Kyrene Rd., Ste. 103
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35	Mountain States Inc.	Attn: Steve Den Herder
36	Attn: Cindy Hardy	11305 Aurora Ave.
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40	Aztech Communications, LLC	BCN Telecom, Inc.
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12	BullsEye Telecom, Inc.	Cbeyond Communications, LLC
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1701 N. Louise Ave.
Sioux Falls SD 57107

Pac-West Telecomm, Inc.
4210 Coronado Ave.
Stockton, CA 95204

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Pacific Centrex Services, Inc.
Raphael Tarpley
Regulatory Affairs Department
530 W. 6th Street, Suite 300
Los Angeles, CA 90014

PARCOM Communications
Maria Parada
2049 Cornell Street
Sarasota, Florida 34237

Peerless Network of Arizona, LLC
225 W. Washington Street, Ste 1285
Chicago, IL 60606

PNG Telecommunications, Inc.
100 Commercial Dr.
Fairfield, OH 45914

Preferred Long Distance, Inc.
Attention: Jerry Nussbaum, President
16830 Ventura Boulevard, Suite 350
Encino, CA 91436

QuantumShift Communications, Inc.
12657 Alcosta Blvd., Ste 418
San Ramon CA 94583

Regal Diversified, Inc
Ken Brown
PO Box 1240
Missoula, MT 59806

SBC Long Distance, LLC
1010 N. St. Mary's Rm. 1332
San Antonio TX 78215

Pacific Telecom Communications
Group, Inc.
Attention: Steve Hamilton, CEO
12228 Venice Blvd., Suite 559
Los Angeles, CA 90066

Payroll Advance, Inc.
Attn: Charles H. Huck
808 South Baker Street
Mountain Home, AR 72653

PiperTel
28404 Meadow Drive
Evergreen, CO 80439

POPP Communications, Inc.
Karrie Willis
VP of Operations & Finance
620 Mendelssohn Ave N
Golden Valley, MN 55427

Prime Time Ventures, LLC
Jeff Rhoden
President
288 S. Pacific Hwy
Talent, OR 97540

Qwest Communications Corporation
Dave Ziegler
20 E. Thomas Road – 16th Floor
Phoenix, AZ 85012

Rural Network Services, Inc.
123 W. Main St.
PO Box 167
Weiser ID 83672

SanTrac Technologies, Inc.
Abdullah M. Sanders
5346 W Mohave Street
Phoenix AZ 85043

1	Sprint Communications Company	Syniverse Networks, Inc.
2	L.P.	David Robinson, Manager, Public
3	6391 Sprint Parkway, MS: Z2400	Policy
4	Overland Park KS 66251	8125 Highwoods Palm Way
5		Tampa, FL 33647-1776
6	Talk America Inc	TCG Phoenix
7	2134 W. Laburnum Ave.	Attn: Cindy Hardy
8	Richmond VA 23227	One AT&T Way, Rm 2B115E
9		Bedminster NJ 07921
10	tw telecom of Arizona llc	Tel West Communications L.L.
11	10475 Park Meadows Dr.	PO Box 81551
12	Littleton, CO 80124	Austin, TX 78708
13		
14	TelLogic	Telnet
15	600 N. Pearl St.	Mike Atkinson – President
16	Dallas, TX 75201	P.O. Box 42448
17		Portland, OR 97242
18	Telscape Communications, Inc.	Trans National Communications
19	606 E. Huntington Dr	International, Inc.
20	Monrovia CA 91016	2 Charlesgate West
21		Boston MA 02215
22	Time Warner Cable Information	Triplet Mountain Communications,
23	Services (Arizona), LLC	Inc.
24	290 Harbor Dr	PO Box 779
25	Stamford CT 06902	10 Telecom Lane
26		Peridot AZ 85542
	UCN, Inc.	Valley Connections, LLC
	7730 S. Union Park Ave., Ste. 500	PO Box 970
	Midvale UT 84047	Willcox AZ 85644
	ValuTel Communications, Inc.	Verizon Select Services, Inc.
	13812 N. Hwy 183, Ste. B1	1 Verizon Way, MC VC22E243
	Austin, TX 78750	Basking Ridge NJ 07920

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Vilaire Communications Inc.
P.O. Box 98907
Lakewood, Washington 98496-8907

Wholesale Carrier Service, Inc.
5471 N. University Dr
Coral Springs FL 33067

WilTel Communications, LLC
712 N. Main St.
Coudersport, PA 16915

Xspedius Management Co. Switched
Services, LLC
7 125 Columbia Gateway Drive, Suite 200
Columbia, MD 2 1046

Read Veterans

Virtual Network Solutions, Inc.
Kenneth S. Kapler - CEO
2698 Route 516, Suite G
Old Bridge, NJ 08857

Wiltel Local Network, LLC
Level 3 Communications
712 N. Main St.
Coudersport, PA 16915

XO Communications Services, Inc.
13865 Sunrise Valley Dr.
Herndon VA 20171

Ygnition Networks, Inc.
Glenn Meyer, Chairman
565 Andover Park West, #201
Seattle, WA 98188

EXHIBIT A

Announcement Date: June 7, 2010
Filing Date: June 21, 2010
Document Number: NETW.06.22.07.2818.Add_Non_IM_Wire_Ctr
Notification Category: Contract/Network Notice
Target Audience: CLECs operating in the states of AZ, MN, OR, UT
Subject: Additions to Non-Impaired Wire Center Lists

On June 21, 2010 Qwest will file petitions with the following state commissions to open a docket to consider the addition of wire centers to Qwest's Non-Impaired Wire Center List:

- Arizona
- Minnesota
- Oregon
- Utah

Qwest will also request a protective order governing the confidential data supporting these additions to be issued expeditiously.

On June 21, 2010 Qwest will file with the state regulatory commissions of the affected states for approval of these additions to Qwest's Non-Impaired Wire Center List.

Qwest offers this Notice pursuant to the terms and conditions of the Multi-State Settlement Agreement Regarding Wire Center Designations and Related Issues entered into by Qwest Corporation and Covad Communications Company and DIECA Communications, Inc. (collectively "Covad"), Eschelon Telecom, Inc. ("Eschelon"), Integra Telecom Holdings, Inc. ("Integra"), McLeodUSA Telecommunications Services, Inc. ("McLeodUSA"), Onvoy, POPP.Com ("POPP"), US Link, Inc. d/b/a TDS Metrocom, Inc. ("TDSM"), and XO Communications Services, Inc. ("XO") on June 20, 2007.

At this time, Qwest anticipates requesting the addition of the following Wire Centers to its Non-Impaired Wire Center Lists as having met the loop thresholds identified in CFR 47 §51.319(a)(4)(i) for DS1 Loops, or the loop thresholds identified in CFR 47 §51.319(a)(5)(i) for DS3 Loops, or the Tier 1 or Tier 2 Wire Center designations as defined in §51.319(e)(3):

STATE	WIRE CENTER	CLLI8	TIER	NO IMPAIRMENT FOR
AZ	Chandler Main	CHNDAZMA	Tier 1	DS1, DS3 Transport & DF
AZ	Chandler West	CHNDAZWE	Tier 1	DS1, DS3 Transport & DF
AZ	Thunderbird	SCDLAZTH	Tier 1	DS3 Loops
AZ	Tucson East	TCSNAZEA	Tier 2	DS3 Transport & DF
MN	Cedar	BLTNMNCE	Tier 2	DS3 Transport & DF
MN	Rice	SHVWMNRI	Tier 2	DS3 Transport & DF
OR	Bend	BENDOR24	Tier 1	DS1, DS3 Transport & DF

UT	Salt Lake City East	SLKCUTEA	Tier 2	DS3 Transport & DF
UT	Salt Lake City West	SLKCUTWE	Tier 1	DS3 Loops

EXHIBIT B

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

KRISTIN MAYES

Chairman

GARY PIERCE

Commissioner

PAUL NEWMAN

Commissioner

SANDRA D. KENNEDY

Commissioner

BOB STUMP

Commissioner

**IN THE MATTER OF THE
APPLICATION OF DIECA
COMMUNICATIONS DBA COVAD
COMMUNICATIONS COMPANY,
ESCHELON TELECOM OF ARIZONA,
INC., MCLEODUSA
TELECOMMUNICATIONS SERVICES,
INC., XO COMMUNICATIONS
SERVICES, INC., AND QWEST
CORPORATION REQUEST FOR
COMMISSION PROCESS TO ADDRESS
KEY UNE ISSUES ARISING FROM
TRIENNIAL REVIEW REMAND
ORDER, INCLUDING APPROVAL OF
QWEST WIRE CENTER LISTS.**

**Docket Nos. T-03632A-06-0091
T-03406A-06-0091
T-03267A-06-0091
T-03432A-06-0091
T-04302A-06-0091
T-01051B-06-0091**

**QWEST CORPORATION'S
PETITION FOR COMMISSION
APPROVAL OF NON-IMPAIRED
WIRE CENTER LISTS PURSUANT
TO THE TRIENNIAL REVIEW
REMAND ORDER, AND MOTION
FOR EXPEDITED ISSUANCE OF
PROTECTIVE ORDER**

AFFIDAVIT OF RACHEL TORRENCE

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

I, RACHEL TORRENCE, being first duly sworn, depose and state that:

1. My name is Rachel Torrence. I am employed by Qwest Corporation as a Director of Legal Issues supporting the Local Network Organization. My business address is 700 W. Mineral Avenue, Littleton, Colorado 80120.
2. Subsequent to and in adherence to terms of the “Multi-State Settlement Agreement Regarding Wire Center Designations and Related Issues” which was filed with this Commission on Friday, June 22, 2007 (here after referred to as the “Settlement Agreement”), Qwest filed a list of additional Non-Impaired Wire Centers on June 21, 2010 with the Arizona Corporation Commission. The Settlement Agreement was adopted by the Arizona Commission in Docket Nos. T-03632A-06-0091, T-3406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-04302A-06-0091, T-01051B-06-0091 (collectively the “*TRRO Wirecenter Dockets*”) on May 16, 2008, Decision No. 70355 (“*TRRO Settlement Order*”).
3. In support of the filing, I conducted an inventory of Fiber-Based Collocators in Qwest Wire Centers to ascertain the number of fiber-based collocators in each wire center and the appropriate “Tier” designation. The Tier was subsequently used to establish Non-Impairment. Highly-Confidential Attachment A to this affidavit, “Collocations by Wire Center”, details the Tier designation by wire center and details the number and identity of the fiber-based collocators in each wire center.
4. As part of that inventory, and as required under the terms of the Settlement Agreement, I conducted a physical field verification of the inventoried fiber-

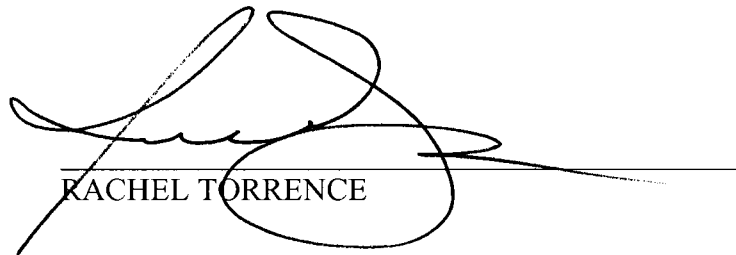
based collocators, and cross-referenced the physical inventory data with the corresponding order and construction records and billing data. The results of that physical field verification are contained in Highly Confidential Attachment B; "Collocation Verification Worksheets".

5. As necessary to validate the inventory data, I researched actual order records and engineering design and construction records to validate the physical configurations and the presence of an active power supply. Additionally, I researched and validated the Ready for Service ("RFS") dates which are also noted on Highly Confidential Attachment A; "Collocations by Wire Center".
6. I further researched the billing records for the collocation space and the active power supply to the collocation to ensure that it was an active Fiber-Based Collocation.
7. Qwest sent the identified fiber-based collocators a letter requesting further validation of their status as a fiber-based collocator and any updated information with respect to changes in ownership, mergers and/or acquisitions (See Highly Confidential Attachment C for a copy of the letter(s), and Highly Confidential Attachment D for a summary of the responses received and copies of the correspondence between Qwest and responding CLECs).
8. Qwest undertook a thorough analysis to ensure that the number of Fiber-Based Collocators in Qwest Wire Centers was accurately counted. Its process for identifying qualifying collocators produced an accurate and verified count. This accurate and verified data on the number of Fiber-Based Collocators was one of

two factors in determining which Arizona Wire Centers were Non-Impaired. The other factor was the number of Business Lines in each Wire Center based on the most recently filed ARMIS 43-08 data. The resulting list of additional Non-Impaired Arizona Wire Centers, having relied on this accurate and verified data, is by extension just as accurate and should be validated by this Commission.

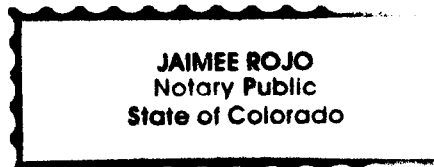
Further this affiant sayeth not.

DATE: June 21, 2010


RACHEL TORRENCE

SUBSCRIBED AND SWORN to before me the 21st day of June, 2010.


NOTARY PUBLIC



My Commission Expires:

SEP 04 2011

HIGHLY CONFIDENTIAL

ATTACHMENT A

Highly-Confidential Attachment A

Arizona Fiber-Based Collocators by Wire Center

State	Wire Center Name	WC CLLI	CLEC Name	RFS	Tier
Arizona	Chandler Main	CHNDAZMA	Redacted		
Arizona	Chandler Main	CHNDAZMA	4 Collocators		Tier 1
Arizona	Chandler West	CHNDAZWE	Redacted		
Arizona	Chandler West	CHNDAZWE	4 Collocators		Tier 2
Arizona	Tucson - East	TCSNAZEA	Redacted		
Arizona	Tucson - East	TCSNAZEA	3 Collocators		Tier 2

HIGHLY CONFIDENTIAL

ATTACHMENT B

Highly-Confidential Attachment B **Collocation Verification Worksheet**

Arizona Corporation Commission
Docket No. T-03632A-06-0091, T-03267A-06-0091, T-04302A-06-009, T-03406A-06-0091, T-03432A-06-0091, T-04051B-06-0091
Qwest Corporation
Affidavit of Rachel Torrence
June 21, 2010

CLEC Name	Collo Type	State	WC CLLI	CO Name	Fiber	Express Fiber	Termination in collo?	Exits Qwest Central office?	Visual Power verification?	Power Verification at BDFs?
Redacted	Physical	Arizona	CHINDAZMA	CHANDLER-MAIN		Y	Y	Y	Y	Y
	Physical	Arizona	CHINDAZMA	CHANDLER-MAIN		Y	Y	Y	Y	Y
	Physical	Arizona	CHINDAZMA	CHANDLER-MAIN		Y	Y	Y	Y	Y
	Cageless	Arizona	CHINDAZMA	CHANDLER-MAIN	Y		Y	Y	Y	Y

Verified by:		Date:	
Pam O'Neill		5/28/2010	

Highly-Confidential Attachment B **Collocation Verification Worksheet**

Arizona Corporation Commission
Docket No. T-03632A-06-0091,
T-03267A-06-0091, T-04302A-06-009,
T-03406A-06-0091, T-03432A-06-0091,
T-010518-06-0091
Qwest Corporation
Affidavit of Rachel Torrence
June 21, 2010

CLEC Name	Collo Type	State	WC CLU	CO Name	Fiber	Express Fiber	Termination In collo?	Exits Qwest Central office?	Visual Power verification?	Power Verification at BDFB?	Comments
Redacted	physical	Arizona	CHINDAZWE	CHANDLER-WEST		Y	Y	Y	Y	Y	Redacted
	Caseless	Arizona	CHINDAZWE	CHANDLER-WEST	Y		Y	Y	Y	Y	
	Virtual	Arizona	CHINDAZWE	CHANDLER-WEST	Y		Y	Y	Y	Y	
	Physical	Arizona	CHINDAZWE	CHANDLER-WEST		Y	Y	Y	Y	Y	
	Caseless	Arizona	CHINDAZWE	CHANDLER-WEST	Y		N	Y	Y	Y	

Verified by:	Date:
Pam O'Neill	3/2/2010

Highly-Confidential Attachment B **Collocation Verification Worksheet**

Arizona Corporation Commission
Docket No. T-03632A-06-0091, T-03267A-06-0091, T-04302A-06-009, T-03432A-06-0091, T-01051B-06-0091
03406A-06-0091, T-03432A-06-0091, T-01051B-06-0091
Qwest Corporation
Affidavit of Rachel Torrence
June 21, 2010

CLEC Name	Collo Type	State	WC CLI	CO Name	Fiber	Express Fiber	Termination in collo?	Exits Qwest Central office?	Visual Power verification?	Power Verification at BDFB?
Redacted	Virtual	Arizona	TCSNAZEA	TUCSON-EAST	Y		Y	Y	Y	
	Physical	Arizona	TCSNAZEA	TUCSON-EAST	Y		Y	Y	Y	
	Physical	Arizona	TCSNAZEA	TUCSON-EAST	Y		Y	Y	Y	
	Virtual	Arizona	TCSNAZEA	TUCSON-EAST	Y		Y	Y	Y	

Verified by:	Date:
Phil Quidada & Shane McKeown	2/26/2010

HIGHLY CONFIDENTIAL

ATTACHMENT C

Highly-Confidential Attachment C

Letters asking for validation of Qwest's findings regarding the status as fiber-based collocators were sent to the following CLECS:

Redacted



June 3, 2010

TO:

Redacted

Announcement Date:	June 3, 2010
Effective Date:	N/A
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

On June 21, 2010 Qwest will be filing with state regulatory commissions requesting that certain wire centers located in those states be deemed non-impaired. This filing is being made because the wire centers meet the threshold criteria for non-impairment outlined in the Federal Communication Commission's ("FCC") Triennial Review Remand Order, FCC-04-290 ("TRRO").

One component of the FCC's non-impairment thresholds is the presence of fiber-based collocators in a wire center. Rule 51.5 of the FCC rules requires that to be deemed a fiber-based collocator, the following criteria must be met:

A fiber-based collocator is defined as any carrier, unaffiliated with the incumbent LEC (Qwest), that maintains a collocation arrangement in an incumbent LEC (Qwest) Wire Center, with active electrical power supply, and operates a fiber-optic cable or comparable transmission facility that:

- a. terminates at a collocation arrangement within the Wire Center;
- b. leaves the incumbent LEC's (Qwest's) Wire Center premises; and
- c. is owned by a party other than the incumbent LEC (Qwest) or any affiliate of the incumbent LEC (Qwest), except as set forth in this definition. Dark fiber obtained from an incumbent LEC (Qwest) on an indefeasible right of use basis shall be treated as non-incumbent LEC (non-Qwest) fiber-optic cable. Two or more affiliated fiber-based collocators in a single Wire Center shall collectively be counted as a single fiber-based collocator. For the purposes of this definition, "affiliate" is defined by 47 U.S.C. §153(1) and any relevant interpretation in that title.

HIGHLY CONFIDENTIAL

USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

The purpose of this notice is to advise you that Qwest is relying on the fiber-based collocation owned and operated by your company in support of its request that certain wire centers be found to be non-impaired and, therefore, relieving Qwest of unbundling obligations for certain high capacity UNEs.

Provided below is your carrier-specific fiber-based collocation data on which Qwest is relying for its determination of wire center non-impairment. Please review this data and contact Qwest by no later than June 17, 2010, if you disagree with the fiber-based collocation designation and you have information to support this position or if there is some inaccuracy in the information Qwest has on file identifying legal ownership.

CLEC Name	State	WC CLI	CO Name	Collo Type
Redacted	Oregon	BENDOR24	BEND	Physical

By close of business on June 17, 2010, please send to Qwest via certified mail a letter that includes:

- a. A verification of the ownership/relationship information described above, and;
- b. Additional information about other ownership relationships that may have an impact on Qwest's fiber collocation customer records for this wire center, if any, and;
- c. A confirmation that these relationships meet the requirements of the FCC's Order and;
- d. A validation of the fiber-based collocation data as described above.

Please address the letter to:

Rachel Torrence, Director, Network-Legal Issues
Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email: Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation



HIGHLY CONFIDENTIAL

USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.



June 3, 2010

Redacted

Announcement Date:	June 3, 2010
Effective Date:	N/A
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
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Redacted	State	WC CLLI	CO Name	Collo Type
	Arizona	CHNDAZMA	CHANDLER-MAIN	Physical
	Arizona	CHNDAZWE	CHANDLER-WEST	Physical
	Arizona	SPRSZWE	SUPERSTITION-WEST	Physical
	Arizona	TCSNAZEA	TUCSON-EAST	Virtual
	Minnesota	SHVWMNRI	RICE	Physical
	Washington	STTLWADU	SEATTLE - DUWAMIS	Physical

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Please address the letter to:

Rachel Torrence, Director, Network-Legal Issues
Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email: Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:

June 3, 2010

Effective Date:

NA

Document Number:

NETW.05.01.09.F.06326.CLEC_Legal_Ownership

Notification Category:

Network Notification

Target Audience:

Redacted

Subject:

CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

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HIGHLY CONFIDENTIAL

USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

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Provided below is your carrier-specific fiber-based collocation data on which Qwest is relying for its determination of wire center non-impairment. Please review this data and contact Qwest by no later than June 17, 2010, if you disagree with the fiber-based collocation designation and you have information to support this position or if there is some inaccuracy in the information Qwest has on file identifying legal ownership.

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- A validation of the fiber-based collocation data as described above.

Please address the letter to:

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Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email: Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:	June 3, 2010
Effective Date:	NA
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

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- a. terminates at a collocation arrangement within the Wire Center;
- b. leaves the incumbent LEC's (Qwest's) Wire Center premises; and
- c. is owned by a party other than the incumbent LEC (Qwest) or any affiliate of the incumbent LEC (Qwest), except as set forth in this definition. Dark fiber obtained from an incumbent LEC (Qwest) on an indefeasible right of use basis shall be treated as non-incumbent LEC (non-Qwest) fiber-optic cable. Two or more affiliated fiber-based collocators in a single Wire Center shall collectively be counted as a single fiber-based collocator. For the purposes of this definition, "affiliate" is defined by 47 U.S.C. §153(1) and any relevant interpretation in that title.

HIGHLY CONFIDENTIAL

USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

The purpose of this notice is to advise you that Qwest is relying on the fiber-based collocation owned and operated by your company in support of its request that certain wire centers be found to be non-impaired and, therefore, relieving Qwest of unbundling obligations for certain high capacity UNEs.

Provided below is your carrier-specific fiber-based collocation data on which Qwest is relying for its determination of wire center non-impairment. Please review this data and contact Qwest by no later than June 17, 2010, if you disagree with the fiber-based collocation designation and you have information to support this position or if there is some inaccuracy in the information Qwest has on file identifying legal ownership.

CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Oregon	BENDOR24	BEND	Physical

By close of business on June 17, 2010, please send to Qwest via certified mail a letter that includes:

- A verification of the ownership/relationship information described above, and;
- Additional information about other ownership relationships that may have an impact on Qwest's fiber collocation customer records for this wire center, if any, and;
- A confirmation that these relationships meet the requirements of the FCC's Order and;
- A validation of the fiber-based collocation data as described above.

Please address the letter to:

Rachel Torrence, Director, Network-Legal Issues
Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email: Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:	March 5, 2010
Effective Date:	NA
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

On June 21, 2010 Qwest will be filing with state regulatory commissions requesting that certain wire centers located in those states be deemed non-impaired. This filing is being made because the wire centers meet the threshold criteria for non-impairment outlined in the Federal Communication Commission's ("FCC") Triennial Review Remand Order, FCC-04-290 ("TRRO").

One component of the FCC's non-impairment thresholds is the presence of fiber-based collocators in a wire center. Rule 51.5 of the FCC rules requires that to be deemed a fiber-based collocator, the following criteria must be met:

A fiber-based collocator is defined as any carrier, unaffiliated with the incumbent LEC (Qwest), that maintains a collocation arrangement in an incumbent LEC (Qwest) Wire Center, with active electrical power supply, and operates a fiber-optic cable or comparable transmission facility that:

- a. terminates at a collocation arrangement within the Wire Center;
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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Minnesota	BLTNMNCE	CEDAR	Cageless

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Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email: Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:	June 3, 2010
Effective Date:	N/A
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Minnesota	BLTNMNCE	CEDAR	Physical

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Qwest Corporation
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Littleton, CO 80120-0000

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Sincerely,

Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:	June 3, 2010
Effective Date:	June 21, 2010
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Arizona	CHNDAZMA	CHANDLER-MAIN	Physical
	Arizona	CHNDAZWE	CHANDLER-WEST	Cageless
	Arizona	CHNDAZWE	CHANDLER-WEST	Virtual

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Qwest Corporation
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Littleton, CO 80120-0000

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Sincerely,

Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:	June 3, 2010
Effective Date:	NA
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Utah	SLKCUTEA	SALT LAKE CITY EA	Cageless

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Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email: Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation



June 3, 2010

Redacted

Announcement Date:	June 3, 2010
Effective Date:	NA
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

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HIGHLY CONFIDENTIAL

USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Minnesota	BLTNMNCE	CEDAR	Virtual

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Qwest Corporation
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Littleton, CO 80120-0000

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Sincerely,

Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:	June 3, 2010
Effective Date:	NA
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Oregon	BENDOR24	BEND	Cageless

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Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:	June 3, 2010
Effective Date:	NA
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Minnesota	SHVWMNRI	RICE	Physical

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Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:

June 3, 2010

Effective Date:

NA

Document Number:

NETW.05.01.09.F.06326.CLEC_Legal_Ownership

Notification Category:

Network Notification

Target Audience:

Redacted

Subject:

CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Arizona	TCSNAZEA	TUCSON-EAST	Physical

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June 3, 2010

Redacted

Announcement Date:	June 3, 2010
Effective Date:	NA
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

On June 21, 2010 Qwest will be filing with state regulatory commissions requesting that certain wire centers located in those states be deemed non-impaired. This filing is being made because the wire centers meet the threshold criteria for non-impairment outlined in the Federal Communication Commission's ("FCC") Triennial Review Remand Order, FCC-04-290 ("TRRO").

One component of the FCC's non-impairment thresholds is the presence of fiber-based collocators in a wire center. Rule 51.5 of the FCC rules requires that to be deemed a fiber-based collocator, the following criteria must be met:

A fiber-based collocator is defined as any carrier, unaffiliated with the incumbent LEC (Qwest), that maintains a collocation arrangement in an incumbent LEC (Qwest) Wire Center, with active electrical power supply, and operates a fiber-optic cable or comparable transmission facility that:

- a. terminates at a collocation arrangement within the Wire Center;
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- c. is owned by a party other than the incumbent LEC (Qwest) or any affiliate of the incumbent LEC (Qwest), except as set forth in this definition. Dark fiber obtained from an incumbent LEC (Qwest) on an indefeasible right of use basis shall be treated as non-incumbent LEC (non-Qwest) fiber-optic cable. Two or more affiliated fiber-based collocators in a single Wire Center shall collectively be counted as a single fiber-based collocator. For the purposes of this

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USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

definition, "affiliate" is defined by 47 U.S.C. §153(1) and any relevant interpretation in that title.

The purpose of this notice is to advise you that Qwest is relying on the fiber-based collocation owned and operated by your company in support of its request that certain wire centers be found to be non-impaired and, therefore, relieving Qwest of unbundling obligations for certain high capacity UNEs.

Provided below is your carrier-specific fiber-based collocation data on which Qwest is relying for its determination of wire center non-impairment. Please review this data and contact Qwest by no later than June 17, 2010, if you disagree with the fiber-based collocation designation and you have information to support this position or if there is some inaccuracy in the information Qwest has on file identifying legal ownership.

CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Arizona	CHNDZMA	CHANDLER MAIN	Physical
	Arizona	CHNDZWE	CHANDLER-WEST	Physical
	Arizona	SPRSZWE	SUPERSTITION-WEST	Physical
	Arizona	TCSNAZEA	TUCSON-EAST	Physical
	Arizona	TCSNAZEA	TUCSON-EAST	Virtual
	Minnesota	SHVWMNRI	RICE	Physical
	Utah	SLKCUTEA	SALT LAKE CITY EA	Physical
	Washington	STTLWADU	SEATTLE - DUWAMIS	Physical

By close of business on June 17, 2010, please send to Qwest via certified mail a letter that includes:

- A verification of the ownership/relationship information described above, and;
- Additional information about other ownership relationships that may have an impact on Qwest's fiber collocation customer records for this wire center, if any, and;
- A confirmation that these relationships meet the requirements of the FCC's Order and;
- A validation of the fiber-based collocation data as described above.

Please address the letter to:

Rachel Torrence, Director, Network-Legal Issues
Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email: Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation



June 3, 2010

TO:

Redacted

Announcement Date:	June 3, 2010
Effective Date:	NA
Document Number:	NETW.05.01.09.F.06326.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

On June 21, 2010 Qwest will be filing with state regulatory commissions requesting that certain wire centers located in those states be deemed non-impaired. This filing is being made because the wire centers meet the threshold criteria for non-impairment outlined in the Federal Communication Commission's ("FCC") Triennial Review Remand Order, FCC-04-290 ("TRRO").

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USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Arizona	CHNDAZMA	CHANDLER-MAIN	Cageless
	Arizona	CHNDAZWE	CHANDLER-WEST	Cageless
	Utah	SLKCUTEA	SALT LAKE CITY EA	Physical

By close of business on June 17, 2010, please send to Qwest via certified mail a letter that includes:

- A verification of the ownership/relationship information described above, and;
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- A validation of the fiber-based collocation data as described above.

Please address the letter to:

Rachel Torrence, Director, Network-Legal Issues
Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email: Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation

HIGHLY CONFIDENTIAL

ATTACHMENT D

Highly-Confidential Attachment D CLEC Responses to Qwest's Letter

	Page
Summary of Responses	1
Redacted	2 – 4
Redacted	5 – 6
Redacted	7 – 9
Redacted	10 - 11

Highly Confidential Attachment D

Summary of Responses to Qwest Letter to CLECs

Arizona Corporation Commission
Docket Nos. T-03632A-06-0091,
T-03267A-06-0091, T-04302A-06-009, T-03406A-06-0091,
T-03432A-06-0091, T-01051B-06-0091
Qwest Corporation
Affidavit of Rachel Torrence
June 21, 2010

Carrier List	Date Letter Sent	Response ?	Date Response Received	State(s) In Question	Wire centers where CLEC has Fiber Based Collos	Contact Summary	Resolution
Redacted	6.3.2010	Y	6.4.2010	OR	Bend	Redacted	N/A
	6.3.2010	N					
	6.3.2010	N					
	6.3.2010	N					
	6.3.2010	N					
	6.3.2010	N					
	6.3.2010	Y	6.4.2010	AZ	Chandler Main, Chandler West		N/A
	6.3.2010	N					
	6.3.2010	N					
	6.3.2010	N					
	6.3.2010	N					
	6.3.2010	N					
	6.3.2010	Y	6.9.10	AZ, MN, UT, WA	Chandler Main, AZ; Chandler West, AZ; Superstition West, az; Tucson East, AZ; Rice MN; Salt Lake City East, UT; Duwamish, WA		N/A
	6.3.2010	N					

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USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

Highly Confidential
Subject to Protective Order

Torrence, Rachel

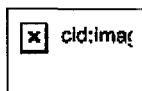
From: Redacted
Sent: Friday, June 04, 2010 10:17 AM
To: Torrence, Rachel
Cc: Redacted
Subject: NETW:ANNC: CLEC Legal Ownership Information and Fiber-Based Collocation Validation - Action Requested
Attachments: ContactMailAttach.htm

Rachel,

Redacted

Thanks,

Redacted



Redacted

1]

Subject: NETW:ANNC: CLEC Legal Ownership Information and Fiber-Based Collocation Validation - Action Requested

Qwest 

6/7/2010

HIGHLY CONFIDENTIAL
USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

2



June 3, 2010

Redacted

Announcement Date: June 3, 2010
Effective Date: N/A
Document Number: NETW.ANNC.06.03.10.F.07928.CLEC_Legal_Ownership
Notification Category: Network Notification
Target Audience: Redacted
Subject: CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

On June 21, 2010 Qwest will be filing with state regulatory commissions requesting that certain wire centers located in those states be deemed non-impaired. This filing is being made because the wire centers meet the threshold criteria for non-impairment outlined in the Federal Communication Commission's ("FCC") Triennial Review Remand Order, FCC-04-290 ("TRRO").

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CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Oregon	BENDOR24	BEND	Physical

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Rachel Torrence, Director, Network-Legal Issues
Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

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Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation

Note: If you would like to subscribe, unsubscribe or change your current profile to Qwest Wholesale mailouts please go to the 'Subscribe/Unsubscribe' web site and follow the subscription instructions. The site is located at:

<http://www.qwest.com/wholesale/notices/cnla/maillist.html>

cc: Stephanie Smith

Voice-Trading Desk
Maryann Wiborg or Rita Urevig

Qwest Communications, 120 Lenora St, 11th Floor, Seattle WA 98121

HIGHLY CONFIDENTIAL
USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

Torrence, Rachel

From: Redacted
Sent: Wednesday, June 16, 2010 2:57 PM
To: Torrence, Rachel
Importance: High
Attachments: 0277_001.pdf

Dear Ms. Torrence,

Redacted

HIGHLY CONFIDENTIAL
USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

6/17/2010

5

Redacted

Torrence, Rachel

From: Redacted
Sent: Friday, June 04, 2010 10:16 AM
To: Torrence, Rachel
Cc: Redacted
Subject:

Importance: High

Attachments: ContactMailAttach.htm

Rachel,

Redacted

Qwest 

HIGHLY CONFIDENTIAL
USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

6/17/2010

7



June 3, 2010

Redacted

Announcement Date:	June 3, 2010
Effective Date:	N/A
Document Number:	NETW.ANNC.06.03.10.F.07927.CLEC_Legal_Ownership
Notification Category:	Network Notification
Target Audience:	Redacted
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

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file://C:\Documen

USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

6/17/2010

CLEC Name	State	WC CLLI	CO Name	Collo Type
Redacted	Arizona	CHNDAZMA	CHANDLER-MAIN	Physical
	Arizona	CHNDAZWE	CHANDLER-WEST	Cageless
	Arizona	CHNDAZWE	CHANDLER-WEST	Virtual

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Qwest Corporation
700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email:
Rachel.Torrence@qwest.com

Sincerely,

Qwest Corporation

Note: If you would like to subscribe, unsubscribe or change your current profile to Qwest Wholesale mailouts please go to the 'Subscribe/Unsubscribe' web site and follow the subscription instructions. The site is located at:

<http://www.qwest.com/wholesale/noticcs/cnla/maillist.html>

cc: Stephanie Smith

Rita Urevig or Maryann Wiborg

Qwest Communications, 120 Lenora St, 11th Floor, Seattle WA 98121

HIGHLY CONFIDENTIAL
USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

Torrence, Rachel

From: Redacted
Sent: Wednesday, June 09, 2010 9:33 AM
To: Redacted
Cc:
Subject: FW: CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested
Importance: High
Follow Up Flag: Follow up
Flag Status: Red

Confidential

Redacted

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	Arizona	TCSNAZEA	TUCSON-EAST	Virtual
	Minnesota	SHVWMNRI	RICE	Physical
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Rachel Torrence, Director, Network-Legal Issues

Qwest Corporation

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USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

6/17/2010

10

700 W. Mineral Ave, Room MT G21.13
Littleton, CO 80120-0000

If you have any questions or would like to discuss this request, please contact Rachel Torrence via email:
Rachel.Torrence@qwest.com

Thank You

Have a Great Day!

Wanda Kinney
Customer Account Consultant II
303-992-1493 (Office) 720-254-5352 (Cell)
wanda.kinney@qwest.com

"Coming together is a beginning. Keeping together is progress. Working together is success."

Redacted

HIGHLY CONFIDENTIAL
USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.

6/17/2010

11

EXHIBIT C

BEFORE THE ARIZONA CORPORATION COMMISSION

KRISTIN MAYES

Chairman

GARY PIERCE

Commissioner

PAUL NEWMAN

Commissioner

SANDRA D. KENNEDY

Commissioner

BOB STUMP

Commissioner

**IN THE MATTER OF THE APPLICATION
OF DIECA COMMUNICATIONS DBA
COVAD COMMUNICATIONS COMPANY,
ESCHELON TELECOM OF ARIZONA,
INC., MCLEODUSA
TELECOMMUNICATIONS SERVICES,
INC., MOUNTAIN
TELECOMMUNICATIONS, INC., XO
COMMUNICATIONS SERVICES, INC.,
AND QWEST CORPORATION'S
REQUEST FOR COMMISSION PROCESS
TO ADDRESS KEY UNE ISSUES ARISING
FROM TRIENNIAL REVIEW REMAND
ORDER, INCLUDING APPROVAL OF
QWEST WIRE CENTER LISTS.**

**DOCKET NO. T-03632A-06-0091
T-03267A-06-0091
T-04302A-06-0091
T-03406A-06-0091
T-03432A-06-0091
T-01051B-06-0091**

**QWEST CORPORATION'S
SUBMISSION OF DATA IN
SUPPORT OF ITS APPLICATION
FOR APPROVAL OF 2010
ADDITIONS TO NON-IMPAIRED
WIRE CENTER LIST**

AFFIDAVIT OF RENÉE ALBERSHEIM

STATE OF COLORADO)
)
COUNTY OF DENVER) ss.

I, RENÉE ALBERSHEIM, being first duly sworn, depose and state that:

- 1 My name is Renée Albersheim. I am employed by Qwest Corporation as a Staff Witnessing Representative. My business address is 1801 California Street, 24th floor, Denver, Colorado, 80202.

- 2 Subsequent to and in adherence to terms of the "Multi-State Settlement Agreement Regarding Wire Center Designations and Related Issues" which was adopted by the Commission in Docket Nos. T-03532A-06-0091, T-3406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-04302A-06-0091, T-01051B-06-0091 (collectively the "TRRO Wirecenter Dockets") on May 16, 2008, Decision No. 70355 ("TRRO Settlement Order"), Qwest filed a list of additional Non-Impaired Wire Centers on June 21, 2010.
- 3 In support of the filing, Qwest has prepared business line data that is in compliance with the requirements of the Triennial Review Remand Order ("TRRO"), and that follow the methodology defined in Section V(A) of the Settlement Agreement. The Arizona business access line data are attached hereto as Highly Confidential Attachments A, B, C and D to my affidavit.
- 4 Highly Confidential Attachment A includes the December 2009 TRRO business line counts, by line type, for each additional non-impaired wire center that is classified as non-impaired based on the number of business lines. These data are based on the TRRO business line methodology defined in Section V(A) of the Settlement Agreement. These data are provided in a form that meets the requirements defined in Section VI(E)(2)(a) of the Settlement Agreement.
- 5 Highly Confidential Attachment B includes UNE-L and EEL data by type of circuit (voice grade, DS1, DS3) for each additional non-impaired wire center


that is classified as non-impaired based on the number of business lines. These data, along with the data in Highly Confidential Attachment C, meet the requirements defined in Section VI(E) (2)(b) of the Settlement Agreement.

- 6 Highly Confidential Attachment C includes the UNE-L and EEL data by type of circuit (voice grade, DS1, DS3) and by Competitive Local Exchange Carrier ("CLEC") for each additional non-impaired wire center that is classified as non-impaired based on the number of business lines. These data, along with the data in Highly Confidential Attachment B, meet the requirements defined in Section VI(E)(2)(b) of the Settlement Agreement.
- 7 Highly Confidential Attachment D includes the Qwest Platform Plus ("QPP") business line data, by CLEC for each additional non-impaired wire center that is classified as non-impaired based on the number of business lines. These data meet the requirements defined in Section VI(D)(2)(c) of the Settlement Agreement.
- 8 All of the data provided in Highly Confidential Attachments A, B, C and D are prepared, to the best of my knowledge, in a manner that complies with the requirements of the TRRO and the methodology defined in Section V(A) of the Settlement Agreement. All of the data provided in Highly Confidential Attachments A, B, C and D are also prepared in a form that meets the

supporting data requirements defined in Section VI(E)(2) of the Settlement Agreement.


RENÉE ALBERSHEIM

SUBSCRIBED AND SWORN to before me the ____ day of June, 2010.


NOTARY PUBLIC

My Commission Expires:

4/13/14

HIGHLY CONFIDENTIAL

ATTACHMENT A

HIGHLY CONFIDENTIAL
ATTACHMENT A

ARIZONA BUSINESS LINE COUNTS - DECEMBER 2009

State	WireCenter	CLLI8	Report Super Category	FACTOR	Sum of INSVC	Sum of REPORT_QTY
AZ	SCDLAZTH	THUNDERBIRD	(1) BUSINESS	0	REDACTED	REDACTED
				1		
			(1) BUSINESS Total			
			(2) PUBLIC	1		
			(2) PUBLIC Total			
			(3) UNE-P	1		
			(3) UNE-P Total			
			(5) QPP/QLSP	1		
			(5) QPP/QLSP Total			
			(6) UNB LOOP	1		
				24		
				672		
			(6) UNB LOOP Total			
			(7) EEL	1		
				24		
			(7) EEL Total			
		THUNDERBIRD	Total			

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ATTACHMENT B

ARIZONA UNBUNDLED LOOP & EEL COUNTS - DECEMBER 2009

State	CLLI8	WireCenter	Report Super Category	FACTOR	Sum of IN SVC	Sum of REPORT_QTY	
AZ	SCDLAZTH	THUNDERBIRD	(6) UNB LOOP	UNB LOOP ANALOG	1		
				UNB LOOP DIG-BRI	1		
				UNB LOOP DIG-DS1	24		
				UNB LOOP DIG	1		
				UNB LOOP DIG-DS3	672		
			(6) UNB LOOP Total				
			(7) EEL	ANALOG PRIVATE LINE	1		
				DS1	24		
			(7) EEL Total				
				Total			
		THUNDERBIRD					

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ATTACHMENT C

ARIZONA UNBUNDLED LOOP & EEL WIRE CENTER AND CLEC DETAIL - DECEMBER 2009

ST	WC NAME	CLLI8	CLEC CODE	REPORT SUPER	FACTOR	PHYSICAL LOOPS IN SERVICE	TRRO LINES IN SERVICE		
	THUNDERBIRD	SCDLAZTH	CLEC AA	(6) UNB LOOP	24	Redacted	Redacted		
				(7) EEL	1				
					24				
			CLEC AA						
			CLEC GK	(7) EEL	24				
			CLEC GK						
			CLEC CI	(6) UNB LOOP	1				
					24				
			CLEC CI						
			CLEC Z	(6) UNB LOOP	1				
					24				
				(7) EEL	24				
			CLEC Z						
			CLEC V	(6) UNB LOOP	1				
					24				
				(7) EEL	24				
			CLEC V						
			CLEC AL	(6) UNB LOOP	1				
			CLEC AL						
			CLEC D	(6) UNB LOOP	1				
					24				
				(7) EEL	24				
			CLEC D						
			CLEC AP	(6) UNB LOOP	24				
				(7) EEL	24				
			CLEC AP						
			CLEC GL	(7) EEL	24				
			CLEC GL						
			CLEC HE	(6) UNB LOOP	24				
					672				
				(7) EEL	1				
					24				
			CLEC HE						
			CLEC BX	(6) UNB LOOP	1				
			CLEC BX						
	THUNDERBIRD		Total						

HIGHLY CONFIDENTIAL

ATTACHMENT D

HIGHLY CONFIDENTIAL ATTACHMENT D

Arizona QPP Wire Center and CLEC Detail - December 2009

State	Wire Center	CLLI	Masked	Total In Service	Total Report
AZ	THUNDERBIRD	SCDLAZTH	CLEC AB CLEC CR CLEC GK CLEC Z CLEC FS CLEC V CLEC CK CLEC AL CLEC D CLEC AQ CLEC AP CLEC BX CLEC BX CLEC GX CLEC CL	Redacted	Redacted
	THUNDERBIRD	Total			

EXHIBIT D

EXHIBIT A

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

MIKE GLEASON, Chairman
WILLIAM A. MUNDELL
JEFF HATCH-MILLER
KRISTIN K. MAYES
GARY PIERCE

IN THE MATTER OF THE APPLICATION OF
DIECA COMMUNICATIONS DBA COVAD
COMMUNICATIONS COMPANY, ESCHOLON
TELECOM OF ARIZONA, INC., MCLEODUSA
TELECOMMUNICATIONS SERVICES, INC.,
MOUNTAIN TELECOMMUNICATIONS, INC.,
XO COMMUNICATIONS SERVICES, INC. AND
QWEST CORPORATION'S REQUEST FOR
COMMISSION PROCESS TO ADDRESS KEY
UNE ISSUES ARISING FROM TRIENNIAL
REVIEW REMAND ORDER, INCLUDING
APPROVAL OF QWEST WIRE CENTER LISTS.

DOCKET NO. T-03632A-06-0091
T-03267A-06-0091
T-04302A-06-0091
T-03406A-06-0091
T-03432A-06-0091
T-01051B-06-0091

PROTECTIVE ORDER

1. (a) Confidential Information. All documents, data, studies and other materials furnished pursuant to any requests for information, subpoenas or other modes of discovery (formal or informal), and including depositions, and other requests for information, that are claimed to be proprietary or confidential (herein referred to as "Confidential Information"), shall be so marked by the providing party by stamping the same with a "Confidential" designation. In addition, all notes or other materials that refer to, derive from, or otherwise contain parts of the Confidential Information will be marked by the receiving party as Confidential Information. Access to and review of Confidential Information shall be strictly controlled by the terms of this Order.

(b) Use of Confidential Information – Proceedings. All persons who may be entitled to review, or who are afforded access to any Confidential Information by reason of this Order shall neither use nor disclose the Confidential Information for purposes of business or competition, or any purpose other than the purpose of preparation for and conduct of proceedings in the above-

captioned docket or before the Federal Communications Commission ("FCC"), and all subsequent appeals, and shall keep the Confidential Information secure as confidential or proprietary information and in accordance with the purposes, intent and requirements of this Order.

(c) Persons Entitled to Review. Each party that receives Confidential Information pursuant to this Order must limit access to such Confidential Information to (1) attorneys employed or retained by the party in these proceedings and the attorneys' staff; (2) experts, consultants and advisors who need access to the material to assist the party in these proceedings; (3) only those employees of the party who are directly involved in these proceedings, provided that counsel for the party represents that no such employee is engaged in the sale or marketing of that party's products or services. In addition, access to Confidential Information may be provided to Commissioners and all Commission Administrative Law Judges, and Commission advisory staff members and employees of the Commission to whom disclosure is necessary. In states where Commission Staff act as advocates in a trial or adversarial role, disclosure of both Confidential Information and Highly Confidential Information to staff members and consultants employed by the staff shall be under the same terms and conditions as described herein for parties.

(d) Nondisclosure Agreement. Any party, person, or entity that receives Confidential Information pursuant to this Order shall not disclose such Confidential Information to any person, except persons who are described in section 1(c) above and who have signed a nondisclosure agreement in the form which is attached hereto and incorporated herein as Exhibit "A". Court reporters shall also be required to sign an Exhibit "A" and comply with terms of this Order. Commissioners, Administrative Law Judges, and their respective staff members are not required to sign an Exhibit "A" form.

The nondisclosure agreement (Exhibit "A") shall require the person(s) to whom disclosure is to be made to read a copy of this Protective Order and to certify in writing that they have reviewed the same and have consented to be bound by its terms. The agreement shall contain the signatory's full name, employer, job title and job description, business address and the name of the party with whom the signatory is associated. Such agreement shall be delivered to counsel for the providing party before disclosure is made, and if no objection thereto is registered to the Commission with in

three (3) business days, then disclosure shall follow. An attorney who makes Confidential Information available to any person listed in subsection (c) above shall be responsible for having each person execute an original Exhibit "A" and a copy of all such signed Exhibit "A's" shall be circulated to all other counsel of record promptly after execution.

2. (a) Notes. Limited notes regarding Confidential Information may be taken by counsel and experts for the express purpose of preparing pleadings, cross-examinations, briefs, motions and argument in connection with this proceeding, or in the case of persons designated in section 1(c) of this Protective Order, to prepare for participation in this proceeding. Such notes shall then be treated as Confidential Information for purposes of this Order, and shall be destroyed after the final settlement or conclusion of these proceedings in accordance with subsection 2(b) below.

(b) Return. All notes, to the extent they contain Confidential Information and are protected by the attorney-client privilege or the work product doctrine, shall be destroyed after the final settlement or conclusion of these proceedings. The party destroying such Confidential Information shall advise the providing party of that fact within a reasonable time from the date of destruction.

3. Highly Confidential Information. Any person, whether a party or non-party, may designate certain competitively sensitive Confidential Information as "Highly Confidential Information" if it determines in good faith that it would be competitively disadvantaged by the disclosure of such information to its competitors. Highly Confidential Information includes, but is not limited to, documents, pleadings, briefs, and appropriate portions of deposition transcripts, which contain information regarding the market share of, number of access lines served by, or number of customers receiving a specified type of service from a particular provider or other information that relates to a particular provider's network facility location detail, revenues, costs, and marketing, business planning or business strategies.

Parties must scrutinize carefully responsive documents and information and limit their designations as Highly Confidential Information to information that truly might impose a serious business risk if disseminated without the heightened protections provided in this section. The first page and individual pages of a document determined in good faith to include Highly Confidential

Information must be marked by a stamp that reads:

“HIGHLY CONFIDENTIAL – USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.”

Placing a “Highly Confidential” stamp on the first page of a document indicates only that one or more pages contain Highly Confidential Information and will not serve to protect the entire contents of a multi-page document. Each page that contains Highly Confidential Information must be marked separately to indicate Highly Confidential Information, even where that information has been redacted. The unredacted versions of each page containing Highly Confidential Information, and provided under seal, should be submitted on paper distinct in color from non-confidential information and “Confidential Information” described in section 1 of this Protective Order.

Parties seeking disclosure of Highly Confidential Information must designate the person(s) to whom they would like the Highly Confidential Information disclosure in advance of disclosure by the providing party. Such designation may occur through the submission of Exhibit “B” of the non-disclosure agreement identified in section 1(d). Parties seeking disclosure of Highly Confidential Information shall not designate more than (1) a reasonable number of in-house attorneys who have direct responsibility for matters relating to Highly Confidential Information; (2) five in-house experts; and (3) a reasonable number of outside counsel and outside experts to review materials marked as “Highly Confidential”. Disclosure of Highly Confidential Information to Commissioners, Administrative Law Judges and Commission Advisory Staff members shall be limited to persons to whom disclosure is necessary. Commissioners, Administrative Law Judges, and their respective staff members are not required to sign an Exhibit “B” form. The Exhibit “B” also shall describe in detail the job duties or responsibilities of the person being designated to see Highly Confidential Information and the person’s role in the proceeding. Highly Confidential Information may not be disclosed to persons engaged in strategic or competitive decision making for any party, including, but not limited to, the sale or marketing or pricing of products or services on behalf of any party.

Any party providing either Confidential Information or Highly Confidential Information may object to the designation of any individual as a person who may review Confidential Information

and/or Highly Confidential Information. Such objection shall be made in writing to counsel submitting the challenged individual's Exhibit "A" or "B" within three (3) business days after receiving the challenged individual's signed Exhibit "A" or "B". Any such objection must demonstrate good cause to exclude the challenged individual from the review of the Confidential Information or Highly Confidential Information. Written response to any objection shall be made within three (3) business days after receipt of an objection. If, after receiving a written response to a party's objection, the objecting party still objects to disclosure of either Confidential Information or Highly Confidential Information to the challenged individual, the Commission shall determine whether Confidential Information or Highly Confidential Information must be disclosed to the challenged individual.

Copies of Highly Confidential Information may be provided to in-house attorneys, outside counsel and outside experts who have signed Exhibit "B". The in-house experts who have signed Exhibit "B" may inspect, review and make notes from the in-house attorney's copies of Highly Confidential Information.

Persons authorized to review the Highly Confidential Information will maintain the documents and any notes reflecting their contents in a secure location to which only designated counsel and experts have access. No additional copies will be made, except for use during hearings and then such disclosure and copies shall be subject to the provisions of Section 6. Any testimony or exhibits prepared that reflect Highly Confidential Information must be maintained in the secure location until removed to the hearing room for production under seal. Unless specifically addressed in this section, all other sections of this Protective Order applicable to Confidential Information also apply to Highly Confidential Information.

4. Objections to Admissibility. The furnishing of any document, data, study or other materials pursuant to this Protective Order shall in no way limit the right of the providing party to object to its relevance or admissibility in proceedings before this Commission.

5. Small Company Exemption. Notwithstanding the restrictions in sections 1 and 3 applicable to persons who may access Confidential Information or Highly Confidential Information, a Small Company may designate any employee or in-house expert to review Confidential

Information and/or Highly Confidential Information if the producing party, upon request, gives prior written authorization for that person to review Confidential Information and/or Highly Confidential Information. If the producing party refuses to give such written authorization, the reviewing party may, for good cause shown, request an order from the Administrative Law Judge allowing a prohibited person(s) to review Confidential Information and/or Highly Confidential Information. The producing party shall be given the opportunity to respond to the Small Company's request before an order is issued. "Small Company" means a party with fewer than 5000 employees, including the employees of affiliates' U.S. ILEC, CLEC, and IXC operations within a common holding company.

6. Challenge to Confidentiality. This Order establishes a procedure for the expeditious handling of information that a party claims is Confidential or Highly Confidential. It shall not be construed as an agreement or ruling on the confidentiality of any document. Any party may challenge the characterization of any information, document, data or study claimed by the providing party to be confidential in the following manner:

- (a) A party seeking to challenge the confidentiality of any materials pursuant to this Order shall first contact counsel for the providing party and attempt to resolve any differences by stipulation;
- (b) In the event that the parties cannot agree as to the character of the information challenged, any party challenging the confidentiality shall do so by appropriate pleading. This pleading shall:
 - (1) Designate the document, transcript or other material challenged in a manner that will specifically isolate the challenged material from other material claimed as confidential; and
 - (2) State with specificity the grounds upon which the documents, transcript or other material are deemed to be non-confidential by the challenging party.
- (c) A ruling on the confidentiality of the challenged information, document, data or study shall be made by an Administrative Law Judge after proceedings in camera, which shall be conducted under circumstances such that only those persons duly authorized hereunder to have access to such confidential materials shall be present. This hearing shall commence no earlier than five (5) business days after service on the providing party of the pleading required by subsection 6(b) above.

- (d) The record of said in camera hearing shall be marked "CONFIDENTIAL – SUBJECT TO PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL.". Court reporter notes of such hearing shall be transcribed only upon agreement by the parties or Order of the Administrative Law Judge and in that event shall be separately bound, segregated, sealed, and withheld from inspection by any person not bound by the terms of this Order.
- (e) In the event that the Administrative Law Judge should rule that any information, document, data or study should be removed from the restrictions imposed by this Order, no party shall disclose such information, document, data or study or use it in the public record for five (5) business days unless authorized by the providing party to do so. The provisions of this subsection are intended to enable the providing party to seek a stay or other relief from an order removing the restriction of this Order from materials claimed by the providing party to be confidential.

7. (a) Receipt into Evidence. Provision is hereby made for receipt into evidence in this proceeding materials claimed to be confidential in the following manner:

- (1) Prior to the use of or substantive reference to any Confidential Information, the parties intending to use such Information shall make that intention known to the providing party.
- (2) The requesting party and the providing party shall make a good-faith effort to reach an agreement so that the Information can be used in a manner which will not reveal its confidential or proprietary nature.
- (3) If such efforts fail, the providing party shall separately identify which portions, if any, of the documents to be offered or referenced shall be placed in a sealed record.
- (4) Only one (1) copy of the document designated by the providing party to be placed in sealed record shall be made.
- (5) The copy of the documents to be placed in the sealed record shall be tendered by counsel for the providing party to the Commission, and maintained in accordance with the terms of this Order.

(b) Seal. While in the custody of the Commission, materials containing Confidential Information shall be marked "CONFIDENTIAL – SUBJECT TO PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL." and Highly Confidential Information shall be marked "HIGHLY CONFIDENTIAL – USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-03632A-06-0091 ET AL." and shall not be examined by any person except under

the conditions set forth in this Order.

(c) In Camera Hearing. Any Confidential Information or Highly Confidential Information that must be orally disclosed to be placed in the sealed record in this proceeding shall be offered in an in camera hearing, attended only by persons authorized to have access to the information under this Order. Similarly, any cross-examination on or substantive reference to Confidential Information or Highly Confidential Information (or that portion of the record containing Confidential Information or Highly Confidential Information or references thereto) shall be received in an in camera hearing, and shall be marked and treated as provided herein.

(d) Access to Record. Access to sealed testimony, records and information shall be limited to the Administrative Law Judge, Commissioners, and their respective staffs, and persons who are entitled to review Confidential Information or Highly Confidential Information pursuant to subsection 1(c) above and have signed Exhibit "A" or "B", unless such information is released from the restrictions of this Order either through agreement of the parties or after notice to the parties and hearing, pursuant to the ruling of an Administrative Law Judge, the order of the Commission an/or final order of a court having final jurisdiction.

(e) Appeal/Subsequent Proceedings. Sealed portions of the record in this proceeding may be forwarded to any court of competent jurisdiction for purposes of an appeal or to the FCC, but under seal as designated herein for the information and use of the court or the FCC. If a portion of the record is forwarded to a court or the FCC, the providing party shall be notified which portion of the sealed record has been designated by the appealing party as necessary to the record on appeal or for use at the FCC.

(f) Return. Unless otherwise ordered, Confidential Information and Highly Confidential Information, including transcripts of any depositions to which a claim of confidentiality is made, shall remain under seal, shall continue to be subject to the protective requirements of this Order, and shall, at the providing party's discretion, be returned to counsel for the providing party, or destroyed by the receiving party, within thirty (30) days after final settlement or conclusion of these proceedings. If the providing party elects to have Confidential Information or Highly Confidential Information destroyed rather than returned, counsel for the receiving party shall verify in writing that

the material has in fact been destroyed.

8. Use in Pleadings. Where references to Confidential Information or Highly Confidential Information in the sealed record or with the providing party is required in pleadings, briefs, arguments or motions (except as provided in section 6), it shall be by citation of title or exhibit number or some other description that will not disclose the substantive Confidential Information or Highly Confidential Information contained therein. Any use of or substantive references to Confidential Information or Highly Confidential Information shall be placed in a separate section of the pleading or brief and submitted to the Administrative Law Judge or the Commission under seal. This sealed section shall be served only on counsel of record and parties of record who have signed the nondisclosure agreement set forth in Exhibit "A" or "B." All of the restrictions afforded by this Order apply to materials prepared and distributed under this section.

9. Summary of Record. If deemed necessary by the Commission, the providing party shall prepare a written summary of the Confidential Information referred to in the Order to be placed on the public record.

10. The provisions of this Order are specifically intended to apply to all data, documents, studies, and other material designated as confidential or highly confidential by any party to Docket No. T-03632A-06-0091 ET AL. The provisions are also intended to apply to all data, documents, studies, and other material designated as confidential or highly confidential by any non-party that provides such material in response to data requests in this docket, whether it is provided voluntarily or pursuant to subpoena.

11. This Protective Order shall continue in force and effect after these Dockets are closed.

EXHIBIT A
CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated _____, 2008, in Docket Nos. T-03632A-06-0091, T-03406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-04302A-06-0091, T-01051B-06-0091 and agree to be bound by the terms and conditions of this Order.

Name

Employer

Job title and Job Description

Business Address

Party

Signature

Date

EXHIBIT B
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated _____, 2008, in Docket Nos. T-03632A-06-0091, T-03406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-04302A-06-0091, T-01051B-06-0091 and agree to be bound by the terms and conditions of this Order.

Name

Employer

Job title and Job Description

Business Address

Party

Signature

Date